

RECORDATION NO. 95 88-D FILED  
FEB 2 '99 1:15 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

January 25, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 9588.

The name and address of the party to the enclosed document are:

The Burlington Northern and  
Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

*Counterparts*

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St. NW., Ste. 200  
Washington, DC., 20006-2973

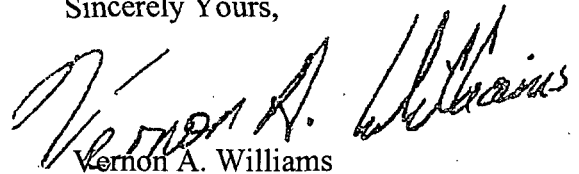
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 2/2/99 at 1:15PM, and

assigned recordation numbers (s): 14203-A, 15816-A, 18140-A, 19532-G,  
19532-H, 19532-I, 9588-D, 10534-T, 11188-J,  
11444-L, 12644-I, 12687-E, 13628-F, 16095-K,  
and 18284-K

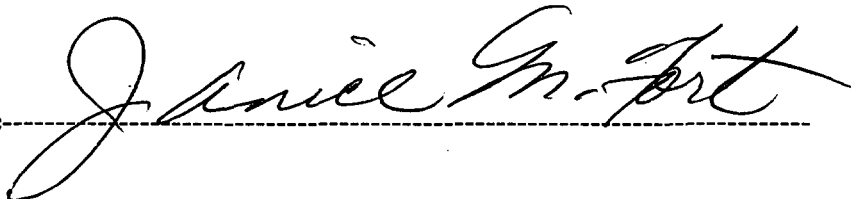
Sincerely Yours,

  
Vernon A. Williams

Enclosure(s)  
390.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



**BNSF**



PATRICK J. OTTENSMEYER  
Vice President - Finance  
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive  
Fort Worth, Texas 76131

RECORDATION NO. 9588-D FILED

FEB 2 '99 1-15 PM

December 22, 1998

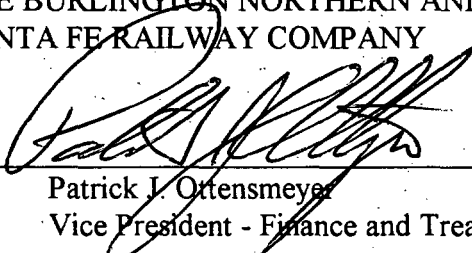
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution  
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

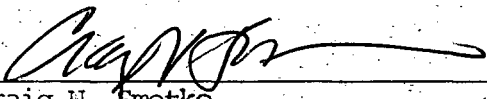
By:   
Patrick J. Ottensmeyer  
Vice President - Finance and Treasurer

STATE OF ILLINOIS     )  
                                  ) SS:  
COUNTY OF COOK     )

On this 23<sup>rd</sup> day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23, 1998, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
Craig N. Smetko  
Notary Public  
My Commission Expires: 01/12/99  
Residing in Cook County, Illinois

**RECORDATION NUMBER: 9588**

**Equipment Description:**

Number of Units: eight (8)  
Model: SD40-2

**Old Reporting Mark  
and Road Numbers**

BN	6840
BN	6841
BN	6842
BN	6843
BN	6844
BN	6845
BN	6846
BN	6847

**New Reporting Mark  
and Road Numbers**

BNSF	6840
BNSF	6841
BNSF	6842
BNSF	6843
BNSF	6844
BNSF	6845
BNSF	6846
BNSF	6847